

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

VINCENT VARBARO, Derivatively on
Behalf of Nominal Defendant PIEDMONT
LITHIUM INC. f/k/a PIEDMONT LITHIUM
LIMITED,

Plaintiff,

v.

KEITH D. PHILLIPS, et al.,

Defendants,

and

PIEDMONT LITHIUM INC. f/k/a
PIEDMONT LITHIUM LIMITED,

Nominal Defendant

Case No. 1:21-cv-5754-LDH-PK

**STIPULATION AND [PROPOSED]
ORDER VOLUNTARILY
DISMISSING ACTIONS PURSUANT
TO FEDERAL RULES OF CIVIL
PROCEDURE 23.1 AND 41**

BRAD THOMASCIK, Derivatively on
Behalf of Nominal Defendant PIEDMONT
LITHIUM INC. f/k/a PIEDMONT LITHIUM
LIMITED,

Plaintiff,

v.

KEITH D. PHILLIPS, et al.,

Defendants,

and

PIEDMONT LITHIUM INC. f/k/a
PIEDMONT LITHIUM LIMITED,

Nominal Defendant

Case No. 1:22-cv-03923-LDH-PK

Plaintiffs Vincent Varbaro and Brad Thomascik (“Plaintiffs”); Nominal Defendant Piedmont Lithium Inc. f/k/a Piedmont Lithium Limited (“Piedmont”); and Defendants Keith D. Phillips, Bruce Czachor, Gregory Swan, Jeffrey Armstrong, Jorge M. Beristain, Todd Hannigan, Ian Middlemas, Anastasios Arima, Levi Mochkin, Patrick H. Brindle, Claude Demby, and Susan Jones (collectively with Piedmont, “Defendants”), by and through their undersigned counsel, hereby stipulate and agree as follows:

WHEREAS, on October 14, 2021, plaintiff Vincent Varbaro (“Varbaro”) filed a verified stockholder derivative complaint on behalf of Piedmont against defendants Keith D. Phillips, Bruce Czachor, Gregory Swan, Jeffrey Armstrong, Jorge M. Beristain, Todd Hannigan, Ian Middlemas, Anastasios Arima, and Levi Mochkin, captioned *Varbaro v. Phillips, et al.*, Case No. 1:21-cv-5754 (“*Varbaro* Action”);

WHEREAS, on December 16, 2021, the Court granted the parties’ stipulation (ECF No. 12) staying the *Varbaro* Action pending the resolution of defendants’ anticipated motion to dismiss the factually related securities class action, styled as *In re Piedmont Lithium Inc. Sec. Litig.*, Case No. 1:21-cv-05754-LDH-PK (E.D.N.Y.) (“Securities Class Action”);

WHEREAS, on July 5, 2022, plaintiff Brad Thomascik filed a verified stockholder derivative complaint on behalf of Piedmont against all of the individuals named in the *Varbaro* Action, as well as defendants Patrick H. Brindle, Claude Demby, and Susan Jones, captioned *Thomascik v. Phillips, et al.*, Case No. 1:22-cv-03923 (“*Thomascik* Action”);

WHEREAS, on October 31, 2022, the Court granted the parties’ stipulation staying the *Thomascik* Action pending the resolution of defendants’ anticipated motion to dismiss the Securities Class Action (*Thomascik* Action, ECF No. 10);

WHEREAS, on September 8, 2023, the Parties filed a stipulation, subject to the Court's approval, temporarily lifting the stay in the *Varbaro* Action, consolidating the *Varbaro* Action and *Thomascik* Action, appointing co-lead counsel, and staying the consolidated action pending a ruling on the motion to dismiss the Securities Class Action (ECF No. 13);

WHEREAS, on January 18, 2024, the motion to dismiss the Securities Class Action was granted and on January 19, 2024, the clerk entered final judgment in favor of defendants;

WHEREAS, after due consideration of the decision on the motion to dismiss the Securities Class Action, Plaintiffs wish to voluntarily dismiss their Actions pursuant to Rules 23.1(c) and 41(a) of the Federal Rules of Civil Procedure, with prejudice as to Plaintiffs, but without prejudice as to Piedmont and/or any other Piedmont shareholder;

WHEREAS, the Parties agree that the dismissal is not, and shall not be deemed to be, an adjudication of the *Varbaro* and *Thomascik* Actions on the merits, and that each Party shall bear its own fees and costs incurred in connection with the Actions; and

WHEREAS, the Parties agree and respectfully submit that notice to shareholders of this dismissal is unnecessary here because: (i) the dismissal is without prejudice to the ability of any Piedmont shareholder, or Piedmont itself, to pursue the claims; (ii) there has been no settlement or compromise of either of the *Varbaro* or *Thomascik* Actions; (iii) there has been no collusion among the Parties; and (iv) neither Plaintiffs nor their counsel have received or will receive directly or indirectly any consideration from Defendants for the dismissal.

NOW, THEREFORE, the Parties hereby stipulate and agree, subject to the Court's approval, as follows:

1. The *Varbaro* and *Thomascik* Actions shall be dismissed with prejudice as to Plaintiffs, but without prejudice as to Piedmont and/or any other Piedmont shareholder; and
2. The Parties shall bear their own fees and costs in connection with the Actions.

March 11, 2024

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Counsel for Defendants

IT IS SO ORDERED.

DATED: _____, 2024

LASHANN DEARCY HALL
UNITED STATES DISTRICT JUDGE